

# **EXHIBIT 37**

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re:

DPH HOLDINGS CORP, *et al.*,

## Reorganized Debtors,

Chapter 11  
Case No. 05-44481 [RDD]

DELPHI AUTOMOTIVE SYSTEMS, LLC,

Plaintiff,

Adv. Pro. No. 07-02800 [RDD]

V.

ELECTRONIC DATA SYSTEMS CORP. and  
ELECTRONIC DATA SYSTEMS DE,

Defendants.

**FIRST AMENDED COMPLAINT TO AVOID AND  
RECOVER TRANSFERS PURSUANT TO 11 U.S.C. §§ 547 AND 550**

Plaintiff Delphi Automotive Systems, LLC (“Plaintiff”), by their counsel, Butzel Long, a professional corporation, as and for their first amended complaint against Defendants, Electronic Data Systems Corp. and Electronic Data Systems DE (collectively, “Defendants”), allege the following:

## **INTRODUCTION**

1. Plaintiff bring this adversary proceeding (the “Adversary Proceeding”) pursuant to, *inter alia*, sections 547 and 550 of the Bankruptcy Code and Rules 3007 and 7001(1) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) for an Order and Judgment from this Court against Defendants to direct the return of certain transfers (the “Transfers”) that were made by Plaintiff to Defendants as identified on Exhibit 1 attached hereto.

2. On October 8, 2005 (the “Initial Filing Date”), Delphi Corporation (“Delphi”) and certain of its subsidiaries (the “Initial Filers”) each filed voluntary petitions in this Court for reorganization relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330 (the “Bankruptcy Code”).

3. On October 14, 2005, three additional U.S. subsidiaries of Delphi (together with the Initial Filers, the “Reorganized Debtors”) filed voluntary petitions in this Court for reorganization relief under Chapter 11 of the Bankruptcy Code.

4. The Reorganized Debtors’ First Amended Joint Plan of Reorganization, as modified and amended, was confirmed by the Court on July 30, 2009 (the “Modified Plan”) and became effective on October 6, 2009.

5. Under the Modified Plan, general unsecured creditors in these chapter 11 cases will receive less than full value on account of their unsecured claims.

6. Accordingly, pursuant to section 7.19 of the Modified Plan, the Reorganized Debtors retained the right to pursue the claims and causes of action asserted in this First Amended Complaint and to settle, release or compromise such claims and causes of action without further order of the Court.

### **JURISDICTION AND VENUE**

7. This Adversary Proceeding is a “core” proceeding pursuant to 28 U.S.C. §§ 157(b)(2)(A), (F) and (O).

8. Subject-matter jurisdiction exists in this Court pursuant to 28 U.S.C. § 1334.

9. Personal jurisdiction exists in this Court because Defendants conducted business in the United States and/or directed activities toward Plaintiff in the United States.

10. Venue of this Adversary Proceeding is proper in this Court pursuant to 28 U.S.C. § 1409(a).

11. Defendants were creditors of Plaintiff prior to the filing of the Reorganized Debtors’ chapter 11 cases.

### **PARTIES AND BACKGROUND**

12. Delphi Corporation (“Delphi”) was a subsidiary or affiliate of Delphi, and a Reorganized Debtor in these chapter 11 proceedings.

13. Plaintiff was the operating subsidiary of Delphi in North America that performed, among other things, accounting and payment functions for the Reorganized Debtors in connection with their manufacture of automotive parts, components, modules and assemblies through various divisions.

14. Delphi entered into certain service agreements (the “Agreements”) with Defendants for the provision of certain services to the Reorganized Debtors and Plaintiff assumed or otherwise became obligated for Delphi’s payment obligations thereunder.

15. Electronic Data Systems Corporation is a Delaware corporation located at 5400 Legacy Drive Plano, TX 75024.

16. Electronic Data Systems DE is a Delaware corporation located at 5400 Legacy

Drive Plano, TX 75024.

17. Pursuant to the terms of the Agreements, Defendants were required to render certain services for the benefit of Delphi, Plaintiff and the Reorganized Debtors.

18. The Plaintiff did not accept physical invoices from Defendants in connection with Defendants' performance of services under the Agreements.

19. Rather, Plaintiff's accounts payable system generated and made payments to Defendants.

20. During the ninety (90) days preceding the Initial Filing Date, on behalf of Plaintiff, DAS made certain payments to Defendants in satisfaction of amounts due for services previously rendered by Defendants under the Agreements (the "Transfers"). Such Transfers are identified on Exhibit 1 attached hereto.

### **CLAIM FOR RELIEF**

#### **Avoidance and Recovery of Preferential Transfers**

21. Plaintiff incorporates by reference the preceding allegations.

22. On or within ninety (90) days prior to the Initial Filing Date, on behalf of Plaintiff made, or caused to be made, the Transfers listed on Exhibit 1 to, or for the benefit of, Defendants.

23. Plaintiff owned the funds that were transferred to the Defendants, and such Transfers constituted transfers of interests in Plaintiff's property because they were made by Plaintiff from Plaintiff's account.

24. Plaintiff made, or caused to be made, each Transfer listed on Exhibit 1 for, or on account of, an antecedent debt owed to Defendants as of the date on which each Transfer was made. The documents evidencing the antecedent debt include the purchase orders and/or

invoices/bills of lading identified on Exhibit 1, which purchase orders and/or invoices/bills of lading include evidence of the amount of the antecedent debt and the approximate dates the subject goods contemplated by the Agreements were ordered pursuant to the Agreements and/or were provided by Defendants.

25. Pursuant to Bankruptcy Code section 547(f), for purposes of this Adversary Proceeding, Plaintiff is presumed to have been, and was in fact, insolvent at the time the Transfers were made.

26. The Transfers enabled Defendants to receive more than they would have received if (i) this case was administered under chapter 7 of the Bankruptcy Code; (ii) each Transfer had not been made; and (iii) Defendants had received payment of the Debt paid by the Transfer to the extent provided by the Bankruptcy Code. Specifically, Defendants were general unsecured creditors of Plaintiff, and unsecured creditors in these chapter 11 cases will receive less than full value on account of their unsecured claims.

27. Based upon the foregoing, the Transfers constitute avoidable preferential transfers pursuant to section 547(b) of the Bankruptcy Code.

28. Pursuant to section 550(a) of the Bankruptcy Code, the Court should enter an Order granting judgment in favor of Plaintiff and against each Defendant (i) avoiding the Transfers each Defendant received, pursuant to section 547(b) of the Bankruptcy Code; (ii) holding each Defendant liable in an amount not less than the amount of the Transfers it received, plus interest from the date hereof and the costs and expenses of this action including, without limitation, attorneys' fees; and (iii) ordering each Defendant to pay to Plaintiff the amount of the Transfers it received, pursuant to sections 547(b) and 550(a) of the Bankruptcy Code.

**WHEREFORE**, Plaintiff respectfully requests that the Court:

a. enter judgment in favor of Plaintiff and against each Defendant in an amount not less than the amount of the Transfers such Defendant received, plus costs, interest and attorneys fees as allowed by law;

b. order each Defendant to pay to Plaintiff the amount of the Transfers it received, pursuant to sections 547(b) and 550(a) of the Bankruptcy Code; and

c. grant such other and further relief as this Court may deem just and proper.

DATED: New York, New York  
September 7, 2010

BUTZEL LONG, a professional corporation

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Attorneys for Plaintiff

| Adversary Proceeding No. | Transfer Recipient(s)        | Contracting Entity/Entities | Obligor and Transferring Entity | Transfer Dates | Transfer Amounts | Antecedent Debt: Purchase Order/Invoice Number | Purchase Order/ Invoice | Transfer Type |
|--------------------------|------------------------------|-----------------------------|---------------------------------|----------------|------------------|------------------------------------------------|-------------------------|---------------|
| 07-02262                 | ELECTRONIC DATA SYSTEMS CORP | DAS LLC, Delphi Corp.       | DAS LLC                         | 7/11/2005      | \$ 333,333.34    | EW0206280533333334                             | INVOICE                 | WIRE          |
| 07-02262                 | ELECTRONIC DATA SYSTEMS CORP | DAS LLC, Delphi Corp.       | DAS LLC                         | 8/2/2005       | \$ 3,586,662.99  | EW020628200535866629                           | INVOICE                 | WIRE          |
| 07-02262                 | ELECTRONIC DATA SYSTEMS DE   | DAS LLC, Delphi Corp.       | DAS LLC                         | 8/2/2005       | \$ 97,850.00     | D0450107003                                    | PO                      | EFT           |
| 07-02262                 | ELECTRONIC DATA SYSTEMS DE   | DAS LLC, Delphi Corp.       | DAS LLC                         | 8/2/2005       | \$ 247,981.00    | D0450107030                                    | PO                      | EFT           |
| 07-02262                 | ELECTRONIC DATA SYSTEMS DE   | DAS LLC, Delphi Corp.       | DAS LLC                         | 8/2/2005       | \$ 66,608.49     | PEDP4710090                                    | PO                      | EFT           |
| 07-02262                 | ELECTRONIC DATA SYSTEMS CORP | DAS LLC, Delphi Corp.       | DAS LLC                         | 8/3/2005       | \$ 333,333.33    | EW020727200533333333                           | INVOICE                 | WIRE          |
| 07-02262                 | ELECTRONIC DATA SYSTEMS CORP | DAS LLC, Delphi Corp.       | DAS LLC                         | 8/8/2005       | \$ 5,666,666.61  | EW02072605566666661                            | INVOICE                 | WIRE          |
| 07-02262                 | ELECTRONIC DATA SYSTEMS CORP | DAS LLC, Delphi Corp.       | DAS LLC                         | 8/18/2005      | \$ 9,196.76      | EW02REISSUE000066602                           | INVOICE                 | CHECK         |
| 07-02262                 | ELECTRONIC DATA SYSTEMS CORP | DAS LLC, Delphi Corp.       | DAS LLC                         | 8/19/2005      | \$ 4,599,622.53  | EW020726200545996225                           | INVOICE                 | WIRE          |
| 07-02262                 | ELECTRONIC DATA SYSTEMS CORP | DAS LLC, Delphi Corp.       | DAS LLC                         | 8/24/2005      | \$ 76,000.00     |                                                |                         | EFT           |
| 07-02262                 | ELECTRONIC DATA SYSTEMS CORP | DAS LLC, Delphi Corp.       | DAS LLC                         | 8/26/2005      | \$ 333,333.33    | EW028192005333333333                           | INVOICE                 | WIRE          |
| 07-02262                 | ELECTRONIC DATA SYSTEMS CORP | DAS LLC, Delphi Corp.       | DAS LLC                         | 8/30/2005      | \$ 333,333.33    | EW028192005333333333V                          | INVOICE                 | WIRE          |
| 07-02262                 | ELECTRONIC DATA SYSTEMS DE   | DAS LLC, Delphi Corp.       | DAS LLC                         | 9/2/2005       | \$ 97,850.00     | D0450107003                                    | PO                      | EFT           |
| 07-02262                 | ELECTRONIC DATA SYSTEMS DE   | DAS LLC, Delphi Corp.       | DAS LLC                         | 9/2/2005       | \$ 247,981.00    | D0450107030                                    | PO                      | EFT           |
| 07-02262                 | ELECTRONIC DATA SYSTEMS DE   | DAS LLC, Delphi Corp.       | DAS LLC                         | 9/2/2005       | \$ 36,764.00     | PEDP4710090                                    | PO                      | EFT           |
| 07-02262                 | ELECTRONIC DATA SYSTEMS CORP | DAS LLC, Delphi Corp.       | DAS LLC                         | 9/7/2005       | \$ 333,333.33    | EW020819200533333333                           | INVOICE                 | WIRE          |
| 07-02262                 | ELECTRONIC DATA SYSTEMS CORP | DAS LLC, Delphi Corp.       | DAS LLC                         | 9/7/2005       | \$ 5,333,333.28  | EW020828200553333332                           | INVOICE                 | WIRE          |
| 07-02262                 | ELECTRONIC DATA SYSTEMS CORP | DAS LLC, Delphi Corp.       | DAS LLC                         | 9/9/2005       | \$ 4,599,622.53  | EW02072620054599622V                           | INVOICE                 | WIRE          |
| 07-02262                 | ELECTRONIC DATA SYSTEMS CORP | DAS LLC, Delphi Corp.       | DAS LLC                         | 9/15/2005      | \$ 956.52        | 188024                                         | INVOICE                 | CHECK         |
| 07-02262                 | ELECTRONIC DATA SYSTEMS CORP | DAS LLC, Delphi Corp.       | DAS LLC                         | 9/21/2005      | \$ 4,118,332.15  | EW020826200541183321                           | INVOICE                 | WIRE          |
| 07-02262                 | ELECTRONIC DATA SYSTEMS DE   | DAS LLC, Delphi Corp.       | DAS LLC                         | 9/21/2005      | \$ 4,411.68      | PEDP4710090                                    | PO                      | EFT           |
| 07-02262                 | ELECTRONIC DATA SYSTEMS CORP | DAS LLC, Delphi Corp.       | DAS LLC                         | 10/3/2005      | \$ 4,118,332.15  | EW02082620054118332V                           | INVOICE                 | WIRE          |
| 07-02262                 | ELECTRONIC DATA SYSTEMS CORP | DAS LLC, Delphi Corp.       | DAS LLC                         | 10/4/2005      | \$ 25,000.00     |                                                |                         | CHECK         |
| 07-02262                 | ELECTRONIC DATA SYSTEMS DE   | DAS LLC, Delphi Corp.       | DAS LLC                         | 10/4/2005      | \$ 97,850.00     | D0450107003                                    | PO                      | EFT           |



EXHIBIT C

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Delphi Automotive Systems, LLC v. EDS, et al

Adv. Pro. No. 07-02262 [RDD]

| Adversary Proceeding No. | Transfer Recipient(s)        | Contracting Entity/Entities | Obligor and Transferring Entity | Transfer Dates | Transfer Amounts | Antecedent Debt: Purchase Order/Invoice Number | Purchase Order/ Invoice | Transfer Type |
|--------------------------|------------------------------|-----------------------------|---------------------------------|----------------|------------------|------------------------------------------------|-------------------------|---------------|
| 07-02262                 | ELECTRONIC DATA SYSTEMS DE   | DAS LLC, Delphi Corp.       | DAS LLC                         | 10/4/2005      | \$ 247,981.00    | D0450107030                                    | PO                      | EFT           |
| 07-02262                 | ELECTRONIC DATA SYSTEMS DE   | DAS LLC, Delphi Corp.       | DAS LLC                         | 10/4/2005      | \$ 87,393.28     | PEDP4710090                                    | PO                      | EFT           |
| 07-02262                 | ELECTRONIC DATA SYSTEMS DE   | DAS LLC, Delphi Corp.       | DAS LLC                         | 10/4/2005      | \$ 210.08        | PEDP4710090                                    | PO                      | EFT           |
| 07-02262                 | ELECTRONIC DATA SYSTEMS CORP | DAS LLC, Delphi Corp.       | DAS LLC                         | 10/6/2005      | \$ 4,999,999.95  | EW020927200549999999                           | INVOICE                 | WIRE          |

Total Amount of Claims = \$ 40,033,272.66